

Memorandum



Date: May 8, 2007

To: Honorable Chairman Bruno A. Barreiro and
Members, Board of County Commissioners

Agenda Item No. 1(D)9

From: George M. Burgess
County Manager

A handwritten signature in dark ink, appearing to read "G. Burgess", written over the printed name.

Subject: Sunset Review of County Boards for 2007 – Miami-Dade Sports Commission, Inc.

In accordance with the provisions of Section 2-11.40 of the Code of Miami-Dade County, I am transmitting the 2007 Sunset Review of County Boards Report for the Miami-Dade Sports Commission, Inc. The Board approved the attached report at its meeting of February 1, 2007, and has recommended the continuation of its board.

A handwritten signature in dark ink, appearing to read "Ian Yorty", written over a horizontal line.

Ian Yorty
Assistant County Manager

cmo07807

Date: February 1, 2007

To: George M. Burgess, County Manager

From: Commissioner Jose "Pepe" Diaz and Larry Gautier
Co-Chairpersons, Miami-Dade Sports Commission

Subject: Sunset Review of County Boards 2007 – Miami-Dade Sports Commission, Inc.

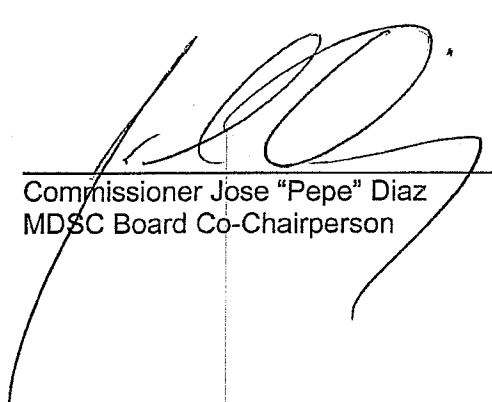
Pursuant to Section 2-11.40 of the Code of Miami-Dade County, I am submitting the 2007 Sunset Review of County Boards Report for the Miami-Dade Sports Commission, Inc. for transmittal to the Board of County Commissioners (BCC). The Board approved the attached report at its meeting of February 1, 2007.

It is recommended that the BCC approve the continuation of the Miami-Dade Sports Commission , Inc. Board of Directors.

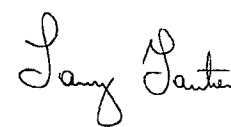
BACKGROUND

The Miami-Dade Sports Commission (MDSC) was created by Miami-Dade County ordinance in 2003. The organization was created to generate economic impact for the community by recruiting and retaining regional, national and international sports business. Additionally, the MDSC works to support and develop sports opportunities for the citizens of Miami-Dade County.


The MDSC continues to grow and continues to serve Miami-Dade County through the generation of economic impact events and the development of sports programs for our community, and should continue to function and serve Miami-Dade County.



Commissioner Jose "Pepe" Diaz
MDSC Board Co-Chairperson



Larry Gautier
MDSC Board Co-Chairperson



**SUNSET REVIEW QUESTIONNAIRE
MIAMI-DADE COUNTY BOARDS
2007**

I. GENERAL INFORMATION

1. Name of Board reporting: Miami-Dade Sports Commission, Inc.
2. Indicate number of board members, terms of office, and number of vacancies:
Number of Board Members: 12
Terms of Office: Varies, members typically serve renewable 1 year terms
Number of Vacancies: 1
3. Identify number of meetings and members' attendance (Attach records reflecting activity from **Jan. 1, 2005** through **December 31, 2006**):
Number of Meetings: 9
Number of Meetings with a Quorum: 8
Attendance Records: See Attachment (see attached)
4. What is the source of your funding? The Miami-Dade Sports Commission receives \$250,000 per year from Miami-Dade County. Other sources of funding include corporate sponsorship and individual membership.
5. Date of Board Creation: April 8, 2003
6. Attach a copy of the ordinance creating the Board (Please include all subsequent amendments).
See Attachment Attached.
7. Include the Board's Mission Statement or state its purpose:
The object, purposes and scope of this Commission shall be to foster regional, national and international sports competition in Miami-Dade County, Florida, to conduct regional, national and international sports competition events in such county and to support and develop athletics for regional, national and international competition in such sports.
8. Attach the Board's standard operating procedures, if any.
N/A
9. Attach a copy of the Board's By-Laws, if any.
Attached.
10. Attach a copy of the Board minutes approving the Sunset Review Questionnaire, **including a vote of the membership.**
See Attachment _____

**SUNSET REVIEW QUESTIONNAIRE
MIAMI-DADE COUNTY BOARDS
2007**

11. Include a diskette, saved as ASCII or Rich Text Format (RTF), of the County Manager's transmittal memorandum to the Board of County Commissioners with the Board's recommendation.
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II. EVALUATION CRITERIA

1. Is the Board serving the purpose for which it was created? (Please provide detailed information) The Miami-Dade Sports Commission continues to generate positive economic impact through sports for Miami-Dade County. Since January 1, 2005, the MDSC has hosted and secured events generating more than \$100 million in DIRECT economic impact for Miami-Dade County. Those events include the US Fencing Nationals, the NCAA Division I Men's Basketball Tournament, the FHSAA Football Finals, and many more.
2. Is the Board serving current community needs? (Please provide detailed information) Yes, the Miami-Dade Sports Commission continues to generate positive economic development and growth through sports. Additionally, the MDSC is working within the community to develop sports programs at all levels, including the creation of the Miami-Dade Senior Games.
3. What are the Board's major accomplishments?
 - a. Last 24 months Generating more than \$100 million in economic activity through sports. Hosted the FHSAA Football Finals. Secured the NCAA Division I Men's Basketball Tournament for Miami in 2009, only the second time in the history of the event that it will be in Miami. Secured nearly \$150,000 in corporate sponsor commitments to support the MDSC. Recognized by the U.S. Olympic Committee as an official Community Partner. Created and implemented the inaugural Miami-Dade Senior Games to promote active and healthy lifestyles for residents over the age of 50.
 - b. Since established Generated more than \$150 million in direct economic impact through sports. Developed relationships with sports organizations throughout Miami-Dade County to promote and develop sports. Hired an executive director and a full-time staff. The MDSC staff has been in place for approximately 32 months, so most of the major accomplishments have come in the last 24 months.
4. Is there any other board, either public or private, which would better serve the function of this board?
No, this board is represented by organizations that can best lead and support the sports initiatives for Miami-Dade County.

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SUNSET REVIEW QUESTIONNAIRE
MIAMI-DADE COUNTY BOARDS
2007

5. Should the ordinance creating the Board be amended to better enable the Board to serve the purpose for which it was created? (Attach proposed changes, if answer is "Yes")

Not at this time. The Board of County Commissioners ammended the ordinance in July of 2006 to allow the sports commission to better serve the community.

6. Should the Board's membership requirements be modified?

Not at this time. The recent ordinance change addressed the membership requirements and representation on the Board.

7. What is the operating cost of the Board, both direct and indirect? (Report on FY 2006 and FY 2007)

Expenses directly related to the board of directors is less than \$1,000 annually.

8. Describe the Board's performance measures developed to determine its own effectiveness in achieving its stated goals.

The two primary performance measures to date, are the total direct economic impact generated for Miami-Dade County and the private support generated through corporate sponsorship and individual membership. Those measures are evaluated on a constant basis. Additionally, the Board is developing a long range strategic plan that will include a broad range of specific performance measures to evaluate the effectiveness of all MDSC programs.

Miami-Dade Sports Commission
BOARD OF DIRECTORS ATTENDANCE REPORT

Title	First Name	Last Name	Board Position	Board Type	3-Jan-05	10-Feb-05	12-May-05	14-Sep-05	25-Jan-06	16-Mar-06	3-May-06	20-Jul-06	21-Sep-06
Mr.	Larry	Gautier	Co-Chair	Appointed - Chamber	Y	Y	Y	Y	Y	Y	Y	Y	Y
Mr.	Stu	Blumberg	Former Vice Chair	Appointed - Hotel Assoc.	Y	Y	Y	Y	N	Y	N	---	---
Mr.	John	Mulrey		Appointed - Hotel Assoc.	---	---	---	---	---	---	---	Y	Y
Mrs.	Vivian	Donnell Rodriguez		Appointed - Parks	Y	Y	Y	Y	N	Y	N	N	N
Mr.	Leslie	Bowe		Appointed - League	N	N	N	N	N	N	N	N	---
Mr.	Isaac	Salver	Treasurer	Appointed - League	---	---	---	---	---	---	---	---	Y
Dr.	Linda	Dunn Brown	Secretary	Appointed - School Board	Y	N	N	N	Y	Y	N	N	Y
Mr.	William	Talbert		Appointed - CVB	Y	Y	Y	Y	Y	Y	Y	N	Y
Mr.	Peter	Pruitt		Appointed - Orange Bowl	Y	N	N	N	Y	Y	N	Y	Y
Ms.	Alina	Tejeda Hudak		Appointed - County Manager	N	Y	---	---	---	---	---	---	---
Mr.	Alex	Munoz		Appointed - County Manager	---	---	Y	N	Y	Y	Y	N	N
Mr.	Jose "Pepe"	Diaz	Co-Chair	Appointed - BCC	---	---	---	---	Y	Y	N	Y	Y
Mr.	Dorin	Rolle		Appointed - BCC	---	---	---	---	---	---	N	N	N
Dr.	Jeffrey	Solomon	Vice Chair	Appointed - Mayor	---	---	---	---	---	---	---	Y	Y
Mr.	Rick	Mello		Appointed - University	---	---	---	Y	N	Y	Y	Y	N

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ARTICLE CVII. MIAMI-DADE SPORTS COMMISSION*

***Editor's note:** Ord. No. 03-71, § 1, adopted April 8, 2003 did not specifically amend the Code. Hence, its inclusion herein as article CVII, sections 2-1601--2-1607, was at the discretion of the editor.

Sec. 2-1601. Creation of Authority.

There is created and established pursuant to the Metropolitan Dade County Home Rule Charter, as amended, an agency and instrumentality of Metropolitan Dade County to be known as the "Miami-Dade Sports Commission" ("Commission"). The Commission shall be a public body corporate and politic which, through its governing body, may exercise all those powers either specifically granted in this Article or necessary in the exercise of those powers enumerated in this Article.

(Ord. No. 03-71, § 1, 4-8-03)

Sec. 2-1602. Promotion and Attraction of Sports.

The Authority shall promote, attract and solicit adult and youth sports from throughout the United States and within Miami-Dade County to the greatest extent feasible and shall strive to generate and further community support to achieve this purpose, including working closely with the County's Parks Department so as not to compete for events and to use each other as a resource.

(Ord. No. 03-71, § 1, 4-8-03; Ord. No. 06-109, § 1, 7-6-06)

Sec. 2-1603. Governing Body.

(a) *Composition and appointment.* The governing body of the Commission shall be a board of directors that consists of twelve (12) voting members from the following organizations and any additional members selected by the Executive Committee pursuant to (c) below:

- (1) The County Manager, Deputy County Manager, or Assistant County Manager;
- (2) The Director of the Miami-Dade Parks Department;
- (3) A representative from the Miami-Dade League of Cities;
- (4) A representative who is involved in collegiate athletics from one of the local colleges or universities to be selected by the board of directors;
- (5) A representative from the Miami-Dade School Board;
- (6) A representative from the Greater Miami Convention and Visitors Bureau;
- (7) A representative from the Greater Miami and the Beaches Hotel Association;
- (8) A representative from The Greater Miami Chamber of Commerce;
- (9) A representative from The Orange Bowl Committee.
- (10) A member of the Board of County Commissioners to be appointed by the Chairman or Chairperson of the Board of County Commissioners;

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(11) A member of the Board of County Commissioners to be appointed by the Chairman or Chairperson of the Board of County Commissioners;

(12) The Miami-Dade County Mayor or his designee.

Each organization shall appoint its representative to the board of directors. When making a selection, each organization shall consider that the voting members should reflect the gender, racial, ethnic or cultural make-up of the community.

(b) *Qualifications.* Each member of the Commission shall be a United States citizen, a duly qualified elector of Miami-Dade County, and shall comply with the requirements of Chapter 2-11-38 of the Code of Miami-Dade County. Before taking any official action, each voting member shall take the prescribed oath of office. Members of the Commission shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties.

(c) *Executive Committee.* The Executive Committee shall consist of the twelve (12) members of the board of directors appointed by the organizations listed in (a) above. The Executive Committee may, by majority vote, select and appoint up to thirty-four (34) additional voting members to the board of directors. The Executive Committee may expand its membership up to four (4) additional members selected from the board of directors. The Executive Committee, upon a majority vote, may veto any action taken by the board of directors. The twelve members of the Board of Directors shall, by a majority vote, renew the up to 34 Board members on an annual basis. The Commission shall have two Chairpersons. One Chairperson shall be a member of the Board of County Commissioners appointed by the Chairperson of the Board of County Commissioners. One Chairperson shall be elected by the twelve voting members of the board of directors appointed in accordance with paragraph (a) above.

Term. The members of the Commission who are the County Mayor or his designee or are members of the Board of County Commissioners shall serve terms of three (3) years each. No member who is a member of the Board of County Commissioners shall serve more than two (2) consecutive terms of three (3) years each.

(d) *Vacancies.* Each organization shall appoint a new representation within one month when its appointee resigns or is removed from the Commission.

(e) *Modified applicability of Conflict of Interest and Code of Ethics Ordinance.* The Metropolitan Dade County Conflict of Interest and Code of Ethics Ordinance (the "Conflict of Interest Ordinance"), Section 2-11.1 of the Code of Metropolitan Dade County, Florida, shall be applicable to the members of the Commission only in the manner and to the extent provided in the next sentence. It is declared to be the intent of the Commission, as expressed in this subsection, to provide that the Conflict of Interest Ordinance shall not operate to preclude individuals from serving as Commission members on the basis of interests relating to Miami-Dade County when such interests do not conflict with the Commission.

(f) *Organization and Procedure.* The board of directors shall elect one (1) of its members as chairperson and one of its members as vice-chairperson whom shall both serve a term of two (2) years and such other officers as the board of directors may determine to be necessary.

The Commission shall create by-laws and shall hold regular meetings in accordance with those by-laws. The Commission may hold such other meetings, as it deems necessary. A majority of the members of the board of directors shall constitute a quorum. All meetings of the Commission shall be public and the Commission shall maintain written minutes of all proceedings that shall be promptly prepared and recorded. Copies of all minutes and resolutions of the Commission shall be forwarded to the Clerk of the Board of County Commissioners no later than thirty (30) days subsequent to any meeting of the Commission.

The members of the Commission shall have the powers, duties, and responsibilities customarily vested in the board of directors of a private corporation, including the power to appoint a Chief Executive

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Officer and to remove such appointee and to make, adopt and amend rules and regulations that supplement its by-laws.

(Ord. No. 03-71, § 1, 4-8-03; Ord. No. 04-28, § 1, 2-3-04; Ord. No. 06-109, § 2, 7-6-06)

Sec. 2-1604. Powers and Duties of the Commission.

The Commission, acting through its governing body, shall have the following powers, duties, function and responsibilities.

(a) To attract quality sporting events to Miami-Dade County in cooperation with the County's Parks Department that will result in economic benefit to Miami-Dade County through tourism activity and improve the quality of life of its citizens and showcase the Miami-Dade County area and its many athletic facilities to a local, national and international audience.

(b) To form an independent 501(c)(3) corporation which will raise private funds to assist needy local adult and youth amateur athletic organizations and to assist the Commission.

(c) To solicit membership from local corporations and business entities and to establish an advisory board consisting of those individuals or corporate representatives who become members of the Commission.

(d) To establish membership fees and incentives programs.

(e) To sue and be sued, to plead and be impleaded, to contract and be contracted with, and to have an official seal. This provision shall not be construed to in any way affect the laws relating to governmental immunity. The contractual powers of the Commission shall be subject to the following limitation:

It is specifically provided that contracts and any related amendments executed by the Commission, or other obligations incurred by the Commission, shall not be binding upon Miami-Dade County. In the event that the Commission shall be revoked, obligations of the Commission shall only be enforceable against Miami-Dade County to the extent that such obligations would have been enforceable with regard to personal property which was in the possession of the Commission and with regard to business income which would have come in the possession of the Commission had the Commission not been revoked.

The Commission shall comply with the formal bid requirements of Section 4.03D of the charter of Metropolitan Dade County, Florida, and for such purpose the term "Board" as used in Section 4.03D shall be construed to be "The Metropolitan Dade County Sports Commission" and the term "Manager" shall be construed to be "Chief Executive Officer of the Authority."

For all contracts involving the purchase of goods or services (including construction), the Commission shall comply with the provisions of Section 2-8.2 of the County Code and the administrative procedures pursuant to that section (f) to purchase or otherwise obtain title in its own name to personal property and shall be authorized to sell or otherwise lawfully dispose of personal property. Subject to prior approval by the Board of County Commissioners, the Commission shall have the authority to purchase real property and to sell, convey, mortgage or otherwise impair or encumber the title to real property. The Commission shall be authorized to lease real property either as lessee or lessor for any number of years and upon any terms and conditions. The leasing of any real property shall be in accordance with the requirements of Section 125.35, Florida Statutes.

Subject to prior approval of the Board of County Commissioners, the Commission shall

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not destroy, replace, or abandon real property. The Commission shall be authorized to maintain and repair its facilities and may alter, modify, or make additions to its facilities whenever such changes are necessary for the proper operation and maintenance of such facilities.

(g) To appoint, remove, and suspend employees or agents of the Commission including an Executive Director, to fix their compensation, and to adopt personnel and management policies. Initially, the Commission may use County employees to serve as its staff. The Commission shall assure employees a process of appeal with regard to disciplinary or other official action.

(h) To submit annually to the Board of County Commissioners, a report summarizing and evaluating all programs and activities undertaken by the Commission during that previous fiscal year.

(i) To accept gifts of money, services, or real or personal property. All gifts shall be held pursuant to the provisions of this article.

(j) To cooperate and contract with any governmental agency or instrumentality, federal, state, county, or municipal.

(k) The Commission shall comply with all laws and regulations of the United States, the State of Florida, and Miami-Dade County, including but not limited to the laws relating to the expenditure of funds and the keeping of records.

(l) To establish a not-for-profit corporation under the laws of Florida to assume the duties and responsibilities of the Commission.

(Ord. No. 03-71, § 1, 4-8-03; Ord. No. 06-109, § 3, 7-6-06)

Sec. 2-1605. Financial support for the Commission.

The Commission shall establish a fiscal year that coincides with that of Miami-Dade County, and the County Manager shall provide financial support to the Commission by including the amount of \$250,000 in the official Miami-Dade County budget each year unless directed otherwise by the Board of County Commissioners. The amount provided to the Commission may be increased or decreased by the Board from time to time. The board of directors shall submit a requisition to the Finance Director in a form acceptable by the Finance Director for the dispersal of funds as needed. The Commission shall timely submit to the Board of County Commissioners a budget request pertaining to operating and capital expenditures for the succeeding fiscal year, which request shall not be implemented until approved by the Board of County Commissioners.

The Commission budget request shall be prepared on official Miami-Dade County budget forms in a format prescribed by the County Manager, shall be reviewed in a manner similar to that in which requests of other county departments are reviewed, and shall be incorporated in the proposed budget and timely submitted to the Commission each year. Nothing contained herein shall be construed to prohibit the Commission from submitting to the Board of County Commissioners supplemental budget requests which, if approved by the Board of County Commissioners, shall constitute amendments to the official Miami-Dade County budget.

(a) *Borrowing of money.* Subject to prior approval of the Board of County Commissioners, the Commission shall have the authority to borrow money for any of its corporate purposes.

(b) *General financial provisions.* The Commission shall have the authority to establish necessary banking accounts in its own name and to make cash disbursements. The Commission shall submit an annual financial report to the Board of County Commissioners no later than ninety (90) days from the close of such fiscal year. Miami-

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Dade County may require that an external auditor audit the Commission's annual financial statements.

The Commission Auditor of Miami-Dade County shall at all times have the right to audit all records of the Commission, and the external auditor of the Miami-Dade County, at the direction of the Board of County Commissioners, shall be empowered to audit all records of the Commission.

(Ord. No. 03-71, § 1, 4-8-03; Ord. No. 06-109, § 4, 7-6-06)

Sec. 2-1606. Modifications and Term.

It is the intent of the Board of County Commissioners to create by this article and for the purposes set forth in this article, a Commission that may be modified or revoked in whole or in part by duly enacted ordinance of the Commission.

(Ord. No. 03-71, § 1, 4-8-03)

Sec. 2-1607. Counsel.

The Commission shall utilize the County Attorney's Office for legal services. Legal opinions by the County Attorney's Office pertaining to this article shall be binding upon the Commission.

(Ord. No. 03-71, § 1, 4-8-03)

Secs. 2-1608--2-1620. Reserved.

MEMORANDUM

OFFICIAL FILE
CLERK OF THE BOARD
OF COUNTY COMMISSIONERS
DADE COUNTY, FLORIDA

Agenda Item No. 6(G)

(Second Reading 4-8-03)

TO: Hon. Chairperson and Members
Board of County Commissioners

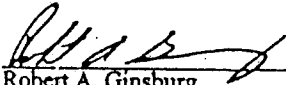
DATE: January 23, 2003

FROM: Robert A. Ginsburg
County Attorney

SUBJECT: Ordinance creating the
Miami-Dade Sports
Commission

O#03-71

The attached ordinance was prepared and placed on the agenda at the request of Commissioner Jimmy L. Morales and Commissioner Sally A. Heyman.


Robert A. Ginsburg
County Attorney

RAG/bw



MEMORANDUM



TO: Honorable Chairperson and Members
Board of County Commissioners

DATE: April 8, 2003

FROM: Steve Silver,
County Manager

SUBJECT: Ordinance creating the
Miami-Dade Sports
Commission

The proposed ordinance creating the Miami-Dade Sports Commission requires the annual allocation of \$250,000, or other amount as determined by the Board of County Commissioners, to the Miami-Dade Sports Commission. The Miami-Dade Sports Commission is to use its best efforts to raise additional matching funds of \$250,000 annually.

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MEMORANDUM

(Revised)

TO: Honorable Chairperson and Members
Board of County Commissioners

DATE: April 8, 2003

FROM: 
Robert A. Ginsburg
County Attorney

Amended
SUBJECT: Agenda Item No. 6(G)

Please note any items checked.

- ☐ "4-Day Rule" ("3-Day Rule" for committees) applicable if raised
- ☐ 6 weeks required between first reading and public hearing
- ☐ 4 weeks notification to municipal officials required prior to public hearing
- ☐ Decreases revenues or increases expenditures without balancing budget
- ☐ Budget required
- ☐ Statement of fiscal impact required
- ☐ Bid waiver requiring County Manager's written recommendation
- ☐ Ordinance creating a new board requires detailed County Manager's report for public hearing
- ☐ Housekeeping item (no policy decision required)

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Approved _____ Mayor
Veto _____
Override _____

Amended
Agenda Item No. 6(G)
4-8-03

ORDINANCE NO. 03-71

ORDINANCE CREATING MIAMI-DADE SPORTS
COMMISSION TO PROMOTE, ATTRACT, AND SOLICIT
AMATEUR SPORTS TO AND WITHIN MIAMI-DADE
COUNTY; ESTABLISHING GOVERNING BODY; SETTING
FORTH POWERS AND DUTIES; APPROVING FUNDING;
AND PROVIDING, SEVERABILITY, INCLUSION IN THE
CODE, AND AN EFFECTIVE DATE

BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF
MIAMI-DADE COUNTY, FLORIDA:

Section 1. Chapter 2 of the Code of Miami-Dade County, Florida is amended to
include a new Article entitled "Miami-Dade Sports Commission" that will read as follows:

Section 1. Creation of Authority

There is created and established pursuant to the
Metropolitan Dade County Home Rule Charter, as amended, an
agency and instrumentality of Metropolitan Dade County to be
known as the "Miami-Dade Sports Commission" ("Commission").
The Commission shall be a public body corporate and politic
which, through its governing body, may exercise all those powers
either specifically granted in this Article or necessary in the
exercise of those powers enumerated in this Article.

Section 2. Promotion and Attraction of Amateur Sports

The Authority shall promote, attract and solicit adult and
youth amateur sports from throughout the United States and within
Miami-Dade County to the greatest extent feasible and shall strive
to generate and further community support to achieve this purpose,
including working closely with the County's Parks Department so
as not to compete for events and to use each other as a resource.

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Section 3. Governing Body

(a) *Composition and appointment.* The governing body of the Commission shall be a board of directors that consists of nine (9) voting members from the following organizations:

- (1) A representative from the County Manager's Office;
- (2) A representative from the Miami-Dade Parks Department;
- (3) A representative from the Miami-Dade League of Cities;
- (4) A representative from the Amateur Athletic Association;
- (5) A representative from the Miami-Dade School Board;
- (6) A representative from the Greater Miami Convention and Visitors Bureau;
- (7) A representative from the Greater Miami and the Beaches Hotel Association;
- (8) A representative from The Greater Miami Chamber of Commerce;
- (9) A representative from The Orange Bowl Committee.

Each organization shall appoint its representative to the board of directors. When making a selection, each organization shall consider that the voting members should reflect the gender, racial, ethnic or cultural make-up of the community.

Two members of the Board of County Commissioners shall also serve as non-voting, ex-officio members of the Commission.

(b) *Qualifications.* Each member of the Commission shall be a United States citizen, a duly qualified elector of Miami-Dade County, and shall comply with the requirements of Chapter 2-11-38 of the Code of Miami-Dade County. Before taking any official action, each voting member shall take the prescribed oath of office. Members of the Commission shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties. Members of the

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Board shall also be committed to using their best efforts to raise additional funds from the private sector in a total amount not less than two hundred and fifty thousand dollars (\$250,000) collectively to match Miami-Dade County's fiscal contribution.

(c) *Term.* The voting members of the Commission shall serve terms of three (3) years each. No voting member shall serve more than two (2) consecutive terms of three (3) years each. Members may be removed in accordance with the provisions of Chapter 2-11.38 of the Code of Metropolitan Dade County. The Board of County Commissioners shall appoint two (2) ex-officio non-voting members from time to time.

(d) *Vacancies.* Each organization shall appoint a new representation within one month when its appointee resigns or is removed from the Commission.

(e) *Modified applicability of Conflict of Interest and Code of Ethics Ordinance.* The Metropolitan Dade County Conflict of Interest and Code of Ethics Ordinance (the "Conflict of Interest Ordinance"), Section 2-11.1 of the Code of Metropolitan Dade County, Florida, shall be applicable to the members of the Commission only in the manner and to the extent provided in the next sentence. It is declared to be the intent of the Commission, as expressed in this subsection, to provide that the Conflict of Interest Ordinance shall not operate to preclude individuals from serving as Commission members on the basis of interests relating to Miami-Dade County when such interests do not conflict with the Commission.

(f) *Organization and Procedure.* The board of directors shall elect one (1) of its members as chairperson and one of its members as vice-chairperson whom shall both serve a term of two (2) years and such other officers as the board of directors may determine to be necessary.

The Commission shall create by-laws and shall hold regular meetings in accordance with those by-laws. The Commission may hold such other meetings, as it deems necessary. A majority of the members of the board of directors shall constitute a quorum. All meetings of the Commission shall be public and the Commission shall maintain written minutes of all proceedings that shall be promptly prepared and recorded. Copies of all minutes and resolutions of the Commission shall be forwarded to the Clerk of

the Board of County Commissioners no later than thirty (30) days subsequent to any meeting of the Commission.

The members of the Commission shall have the powers, duties, and responsibilities customarily vested in the board of directors of a private corporation, including the power to appoint a Chief Executive Officer and to remove such appointee and to make, adopt and amend rules and regulations that supplement its by-laws.

Section 4. Powers and Duties of the Commission

The Commission, acting through its governing body, shall have the following powers, duties, function and responsibilities.

- (a) To attract quality amateur sporting events to Miami-Dade County in cooperation with the County's Parks Department that will result in economic benefit to Miami-Dade County through tourism activity and improve the quality of life of its citizens and showcase the Miami-Dade County area and its many athletic facilities to a local, national and international audience.
- (b) To form an independent 501(c)(3) corporation which will raise private funds to assist needy local adult and youth amateur athletic organizations and to assist the Commission.
- (c) To solicit membership from local corporations and business entities and to establish an advisory board consisting of those individuals or corporate representatives who become members of the Commission.
- (d) To establish membership fees and incentives programs.
- (e) To sue and be sued, to plead and be impleaded, to contract and be contracted with, and to have an official seal. This provision shall not be construed to in any way affect the laws relating to governmental immunity. The contractual powers of the Commission shall be subject to the following limitation:

It is specifically provided that contracts and any related amendments executed by the Commission, or other obligations incurred by the Commission, shall not be

binding upon Miami-Dade County. In the event that the Commission shall be revoked, obligations of the Commission shall only be enforceable against Miami-Dade County to the extent that such obligations would have been enforceable with regard to personal property which was in the possession of the Commission and with regard to business income which would have come in the possession of the Commission had the Commission not been revoked.

The Commission shall comply with the formal bid requirements of Section 4.03D of the charter of Metropolitan Dade County, Florida, and for such purpose the term "Board" as used in Section 4.03D shall be construed to be "The Metropolitan Dade County Sports Commission" and the term "Manager" shall be construed to be "Chief Executive Officer of the Authority."

For all contracts involving the purchase of goods or services (including construction), the Commission shall comply with the provisions of Section 2-8.2 of the County Code and the administrative procedures pursuant to that section (f) to purchase or otherwise obtain title in its own name to personal property and shall be authorized to sell or otherwise lawfully dispose of personal property. Subject to prior approval by the Board of County Commissioners, the Commission shall have the authority to purchase real property and to sell, convey, mortgage or otherwise impair or encumber the title to real property. The Commission shall be authorized to lease real property either as lessee or lessor for any number of years and upon any terms and conditions. The leasing of any real property shall be in accordance with the requirements of Section 125.35, Florida Statutes.

Subject to prior approval of the Board of County Commissioners, the Commission shall not destroy, replace, or abandon real property. The Commission shall be authorized to maintain and repair its facilities and may alter, modify, or make additions to its facilities whenever such changes are necessary for the proper operation and maintenance of such facilities.

- (g) To appoint, remove, and suspend employees or agents of the Commission including an Executive Director, to fix their compensation, and to adopt personnel and

management policies. Initially, the Commission may use County employees to serve as its staff. The Commission shall assure employees a process of appeal with regard to disciplinary or other official action.

- (h) To submit annually to the Board of County Commissioners, a report summarizing and evaluating all programs and activities undertaken by the Commission during that previous fiscal year.
- (i) To accept gifts of money, services, or real or personal property. All gifts shall be held pursuant to the provisions of this article.
- (j) To cooperate and contract with any governmental agency or instrumentality, federal, state, county, or municipal.
- (k) The Commission shall comply with all laws and regulations of the United States, the State of Florida, and Miami-Dade County, including but not limited to the laws relating to the expenditure of funds and the keeping of records.
- (l) To establish a not-for-profit corporation under the laws of Florida to assume the duties and responsibilities of the Commission.

Section 5. Financial support for the Commission

The Commission shall establish a fiscal year that coincides with that of Miami-Dade County, and the County Manager shall provide financial support to the Commission by including the amount of \$250,000 in the official Miami-Dade County budget each year unless directed otherwise by the Board of County Commissioners. The amount provided to the Commission may be increased or decreased by the Board from time to time. The board of directors shall submit a requisition to the Finance Director in a form acceptable by the Finance Director for the dispersal of funds as needed. The Board approves an initial payment of \$25,000 to the Commission without further approval so the Commission may commence activities. The Commission shall timely submit to the Board of County Commissioners a budget request pertaining to operating and capital expenditures for the succeeding fiscal year, which request shall not be implemented until approved by the Board of County Commissioners.

The Commission budget request shall be prepared on official Miami-Dade County budget forms in a format prescribed by the County Manager, shall be reviewed in a manner similar to that in which requests of other county departments are reviewed, and shall be incorporated in the proposed budget and timely submitted to the Commission each year. Nothing contained herein shall be construed to prohibit the Commission from submitting to the Board of County Commissioners supplemental budget requests which, if approved by the Board of County Commissioners, shall constitute amendments to the official Miami-Dade County budget.

- (a) *Borrowing of money.* Subject to prior approval of the Board of County Commissioners, the Commission shall have the authority to borrow money for any of its corporate purposes.
- (b) *General financial provisions.* The Commission shall have the authority to establish necessary banking accounts in its own name and to make cash disbursements. The Commission shall submit an annual financial report to the Board of County Commissioners no later than ninety (90) days from the close of such fiscal year. Miami-Dade County may require that an external auditor audit the Commission's annual financial statements.

The Commission Auditor of Miami-Dade County shall at all times have the right to audit all records of the Commission, and the external auditor of the Miami-Dade County, at the direction of the Board of County Commissioners, shall be empowered to audit all records of the Commission.

Section 6. Modifications and Term

It is the intent of the Board of County Commissioners to create by this article and for the purposes set forth in this article, a Commission that may be modified or revoked in whole or in part by duly enacted ordinance of the Commission.

Section 7. Counsel

The Commission shall utilize the County Attorney's Office for legal services. Legal opinions by the County Attorney's Office pertaining to this article shall be binding upon the Commission.

Section 2. If any section, subsection, sentence, clause or provision of this ordinance is held invalid, the remainder of this ordinance shall not be affected by such invalidity.

Section 3. It is the intention of the Board of County Commissioners, and it is hereby ordained that the provisions of this ordinance, including any sunset provision, shall become and be made a part of the Code of Miami-Dade County, Florida. The sections of this ordinance may be renumbered or relettered to accomplish such intention, and the word "ordinance" may be changed to "section," "article," or other appropriate word.

Section 4. This ordinance shall become effective ten (10) days after the date of enactment unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

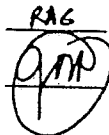
Section 5. This ordinance does not contain a sunset provision.

PASSED AND ADOPTED: APR 08 2003

Approved by County Attorney as
to form and legal sufficiency:

Prepared by:

Gerald T. Heffernan

RAG


Sponsored by Commissioner Jimmy L. Morales
and Commissioner Sally A. Heyman



MEMORANDUM

Supplement to
Agenda Item No. 6(G)

TO: Honorable Chairperson and Members
Board of County Commissioners

DATE: April 8, 2003

FROM: Steve Shyer
County Manager

SUBJECT: Report on the Establishment of
a Sports Commission

Pursuant to Section 2-11.37(b) of the Code of Miami-Dade County, the following report provides information and impact of establishing a Sports Commission, regarding these issues:

1. "Whether the establishment of the board will create sufficient betterment to the community to justify the Board of County Commissioners' delegation of a portion of its authority."

The purpose of this Sports Commission is to promote and attract both national and international amateur sporting events to Miami-Dade County. The environmental and physical resources of South Florida create a perfect match for hosting these kinds of events. The focus of the Sports Commission will be in the area of amateur and recreational sports and the development of a foundation that will provide support and opportunity for these kind of sporting events as well as local athletic programs. By drawing on the resources of both the public and private sector the Sports Commission will be in a better position to achieve its objectives successfully on behalf of the community

2. "Whether another board or agency, either public or private, which is already in existence could serve the same purpose."

No other public or private boards or agencies presently serve in an overarching capacity to promote, attract and solicit adult and youth amateur sports either nationally or locally to Miami-Dade County

3. "The cost, both direct and indirect, of establishing and maintaining the board."

The Board of County Commissioners allocated \$200,000 in FY 2002-03 to initiate a feasibility study and if approved, the start-up of a Sports Commission. It is anticipated that future funding for this Sports Commission will come from several sources including Miami-Dade County as well as private partners on an ongoing and/or membership basis. Initially the County may also be called upon to provide indirect services such as staff support, use of facilities and equipment.

4. "Whether the board is necessary to enable the County to obtain State or federal grants or other financing."

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The establishment of this Sports Commission is not a necessary requirement to enable the County to obtain State or federal grants or other financing.

5. "Whether the board should have bonding authority."

Subject to prior approval by the Board of County Commissioners, the Sports Commission shall have the authority to borrow money for any of its corporate purposes. The Sports Commission may request that the County issue revenue bonds in accordance with applicable Florida law.

6. "Whether the board should have final authority to enter into contracts and spend County funds, or whether its contracts and expenditures must be ratified by the Board of County Commissioners."

For all contracts involving the purchase of goods and services (including construction), the Sports Commission will comply with the provisions of Section 2-8.2 of the County Code and the administrative procedures pursuant to that section (f) to purchase or otherwise obtain title in its own name to personal property and will be authorized to sell or otherwise lawfully dispose of personal property. Subject to the prior approval of the Board of County Commissioners, the Sports Commission shall have the authority to purchase real property and to sell, convey, mortgage or otherwise impair or encumber the title to real property. Subject to prior approval of the Board of County Commissioners, the Sports Commission shall not destroy, replace, or abandon real property.

7. "Whether the creation of a new board is the best method of achieving the benefit desired."

A sports commission or authority with varying degrees of authority and responsibility represents every major metropolitan area or region in the United States except for Miami-Dade County. Many of these organizations have been highly successful in meeting their objectives. Sports development organizations provide a unified focus and structure to pursue promoting the community as a sports center and act as a clearinghouse for sports related activities. Throughout the country sports councils or sports commissions recognize the need for, and importance of recreational amateur sports and they meet this need by establishing foundations with 501(c)(3) status that concentrate on grant giving for youth programming and services.

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BY-LAWS
OF
MIAMI-DADE SPORTS COMMISSION, INC.

A Florida Not for Profit Corporation

ARTICLE I. NAME

The name of the corporation shall be MIAMI-DADE SPORTS COMMISSION, INC., a Florida not-for-profit organization (hereafter "Commission"). The Board of Directors of the Commission from time to time may adopt additional names that may be used by the Commission for special purposes.

ARTICLE II. OFFICES

The principal office of the Commission in the State of Florida shall be located in Miami-Dade County. The Commission may have such other offices either within or without the State of Florida, as the Board of Directors may designate or as the business of the Commission may require from time to time. The Commission shall designate a registered office in accordance with Florida law and maintain it continuously.

ARTICLE III. OBJECT, PURPOSES AND SCOPE

Section 1. The object, purposes and scope of this Commission shall be to foster regional, national and international sports competition in Miami-Dade County, Florida, to conduct regional, national and international sports competition events in such county and to support and develop athletics for regional, national and international competition in such sports.

Section 2. This Commission is not organized for pecuniary profit. Consistent with the purposes of the Commission, the laws under which the Articles of Incorporation has been issued, this Commission shall at all times be a not-for-profit corporation. No part of the net earnings thereof shall inure to the benefit of any director of the Commission.

Section 3. Anything in the By-Laws to the contrary notwithstanding, the primary purpose or purposes for which this Commission are organized are (a) those that will qualify it as an exempt organization under the Internal Revenue Code of 1986, as amended, Section 501(c)(3) and (b) permitted by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding

section of any future federal tax code.

Section 4. The corporation shall not, as a substantial part of its activities carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate and/or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers.

a. The affairs of the Commission shall be managed by or under the authority of the Board.

b. All corporate powers of the Commission shall be exercised by or under the authority of, and all business affairs of the Commission shall be managed under the direction of the Board unless otherwise provided by Florida law concerning not-for-profit corporations.

c. The Board, in its discretion, may accept on behalf of the Commission, donations of funds, property, or services from any person, firm or corporation. Such funds or properties shall be used and spent at the discretion of the Board. Upon the request of any donor, the Board shall not make public disclosure of the identity of such donor, so long as a non-disclosure requested by such donor is not inconsistent with the requirements of any law or lawful regulation of the United States or of any state.

Section 2. Number and Tenure.

a. The Board of Directors shall consist of the Co-Chairpersons, Vice-Chairperson, Secretary, and Treasurer of the Commission, and such other officers as the Board may determine to be necessary, plus such additional appointees as to make the Board include a minimum of twelve (12) voting members, but no more than forty-six (46) voting members.

b. **Appointed Members** of the Board shall consist of those twelve (12) members designated by Miami-Dade County Ordinance No. 03-71. The organizations designated by Miami-Dade County Ordinance shall appoint a representative to the Board, as outlined by Ordinance. The members appointed by the Mayor of Miami-Dade County and the Chair of the Miami-Dade County Board of County Commissioners, shall serve terms of three (3) years each, with no member serving more than two (2) consecutive terms. All other Appointed Members shall serve until he or she dies, resigns, is no longer affiliated with the

represented organization, or is replaced by the organization represented. The organizations designated by Ordinance should identify a new representative to the Board within thirty (30) days of a vacancy. The Executive Director shall notify the organization of a vacancy.

c. **At-Large Members** of the Board shall be appointed by majority vote of the Executive Committee, and shall retain full voting privileges for the duration of their term. At-Large Members that do not serve on the Executive Committee, must be renewed by a majority vote of the Executive Committee on an annual basis at the Annual Meeting. At-Large members currently serving on the Executive Committee will remain on the Board until their term of office has expired, at which point they will be eligible for renewal to the Board on an annual basis, or they are removed by the Executive Committee.

d. Any officer or director elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a two-third majority of the Executive Committee.

e. The unexcused failure of a director to attend two (2) consecutive meetings without an acceptable excuse; or if he or she is absent from three (3) of the Boards meetings without an acceptable excuse, shall constitute reason for removal from the Board. An acceptable excuse shall be defined as illness and/or absence due to travel.

Section 3. Duties of Directors. A director shall perform his duties as a director including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the Commission and with such care as an ordinary prudent person in like position would use under similar circumstances. In performing his duties, a director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data in each case prepared or delivered by:

a. One or more officers or employees of the Commission who the director reasonably believes to be reliable and competent in the matters presented;

b. Counsel, public accountants or other persons as to matters which a director would reasonably believe to be within such person's professional or expert competence;
and

c. A committee of the Board upon which he does not serve, duly

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designated in accordance with the provisions of the Articles of Incorporation or these By-Laws as to matters within his designated authority, which committee the director reasonably believes to merit confidence.

Section 4. Qualifications. The Board of Directors shall reflect the gender, racial, ethnic, and cultural make-up of the community. The Board shall include persons with interests, expertise, skills or knowledge concerning financial, legal, accounting, managerial, operational, educational, fund raising, and community aspects related to the corporation's purposes and activities. Members of the Board are expected to assist in raising funds for the Commission, either through direct contribution or by soliciting and securing dues paying members.

Section 5. Compensation. Directors of the Commission shall serve without compensation.

Section 6. Presumption of Assent. A director of this Commission who is present at a meeting of the Board at which action of any Commission matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 7. Vacancies. Appointed Member vacancies shall be filled by appointment of the represented organization, as set forth in Miami-Dade County Ordinance No. 03-71, within thirty (30) days. At-Large Member vacancies shall be filled by nomination and majority vote of the Executive Committee.

Section 8. Quorum and Voting. The votes representing a majority of directors then in office shall constitute a quorum for the transaction of business. The act of such majority present at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present, then a majority of directors may adjourn the meeting until a quorum is present.

Section 9. Executive Committee. The Executive Committee shall have and may exercise all the authority of the Board, except as otherwise provided by law. The Executive Committee, as outlined by Miami-Dade County Ordinance, will consist of the twelve (12) Appointed Members, and no more than four (4) At-Large Members. The Executive Committee shall consist of the following members of the Board:

- (i) Co-Chairpersons
- (ii) Vice-Chair
- (iii) Secretary
- (iv) Treasurer
- (v) Appointed Members

(vi) Up to four (4) total At-Large Members

Section 10. Place of Meeting. Regular and special meetings of the Board of this Commission shall be held within the state of Florida.

Section 11. Regular Meetings. Regular meetings of the Board shall be held quarterly, and may be held after public notice at such time and at such place as shall be determined from time to time by the Board.

Section 12. Special Meetings. Special meetings of the Board may be called at any time by the Secretary upon order of the Chairperson, or upon order of a majority of the Board.

Section 13. Annual Meetings. Unless otherwise designated by the Board, the first Regular Meeting of the Board in each calendar year shall be considered the Annual Meeting. The first order of business for the Annual Meeting must be the renewal and appointment of At-Large Board Members. The second order of business at the Annual Meeting must be the election of Officers, if necessary.

ARTICLE V.

OFFICERS

Section 1. Officers. The officers of this Commission shall consist of a Co-Chairperson a Vice-Chairperson, a Secretary, and a Treasurer, each of whom shall be elected by this Commission's Board of Directors. Additionally, a Co-Chairperson shall be appointed by the Chair of the Miami-Dade County Board of County Commissioners. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board from time to time. All officers shall be chosen from the members of the Board. The officers shall be elected by the Board at its annual meeting. The Co-Chairperson, Vice-Chairperson, Secretary, and Treasurer shall serve a term of two (2) years until the successor has been elected and qualified, or until the earlier of his resignation, removal from office, or death. No person shall hold the office of Co-Chairperson, Vice-Chairperson, Secretary, or Treasurer for more than three (3) consecutive terms.

Section 2. Election of Officers. The current officers of the Commission shall make-up the Nomination Committee. Members of the Board may nominate individuals or themselves to serve as an Officer of the Board, and submit those nominations to the Nomination Committee. The Nomination Committee shall develop a slate of

recommended Officers and At-Large Members of the Executive Committee. The Nomination Committee shall present the slate to the Board at the Annual Meeting. Additional nominations may be made from the floor. If no nominations are made from the floor, the slate of Officers shall be elected by majority vote of the Board. If nominations are made from the floor, individual secret ballots shall be completed by the Board for those contested positions, and the member shall be elected with a majority of the vote. If no majority is secured on the first vote, the nominee with the fewest votes shall be removed from the ballot, and a second vote cast. This procedure continues until a majority vote is obtained.

Section 3. Duties. The officers of this Commission shall have the following duties:

a. Co-Chairperson. The Co-Chairpersons shall preside at all meetings; preserve order; appoint all committees, task forces and other groups; and perform such other duties as the Board may require.

b. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and shall perform such other duties as may be prescribed by the Board or the Chairperson.

c. Secretary. The Secretary shall have custody of, and maintain, all of the Commission records except the financial records, shall record the minutes and records of attendance of all meetings of the Board, shall send all notices of all meetings, and shall perform such other duties as may be prescribed by the Board or the Chairperson.

d. Treasurer. The Treasurer shall arrange the orderly accounting of all funds received and disbursed by the Commission; keep the Board informed of fiscal matters whenever required by the Board or the Chairperson. The Treasurer shall be required to submit the annual budget of the Commission to the Board for its approval prior to the start of any fiscal year.

Section 3. Removal of Officers. Any officer or agent elected or appointed by the Board of Directors of this Commission may be removed by a vote of two-thirds of the Executive Committee present at any meeting, after due notice of such proposed action has been given .

Section 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board for the unexpired terms of such offices.

Section 5. Delegation of Duties. In the absence or disability of any officer of the Commission or for any other reason deemed sufficient by the Board, the Board may delegate such officer's powers or duties to any other officer or to any other director.

ARTICLE VI. EXECUTIVE DIRECTOR AND STAFF PERSONNEL

Section 1. Executive Director. The employment of an Executive Director may be authorized by the Board at a salary and for a period of time as may be determined from time to time by the Board. Selection and termination of the Executive Director shall be by majority vote of the Executive Board.

Section 2. Staff Personnel. The employment of staff personnel may be authorized by the Board at salaries and for periods of time taking into account the recommendations of the Executive Director. All staff shall report to the Executive Director. The Executive Director shall be responsible in the performance of his duties to the Co-Chairpersons and to the Board and said duties will be determined from time to time by the Board.

ARTICLE VII. COMMITTEES

Section 1. General Provisions. The Board may designate and appoint such standing and special committees as it deems necessary to properly carry out the activities and effect the objects and purposes of the Commission. Such committees shall perform only such duties as the Board of Directors may direct and allow, and shall not have nor exercise any authority of the Board of Directors in the management of the corporation.

Section 2. Committee Membership. Committee appointments shall be made by the Board. Committees may include other members who are not members of the Board.

Section 3. Chairman. All committee chairpersons must be members of the Board. The Chairperson shall appoint the chairperson of each committee.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Sub-Committees. The chairman of each committee. With the approval of the Board may create such sub-committees as are deemed necessary.

ARTICLE VIII. BANKING



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The funds of the Commission shall be deposited in its name with such bank or banks, trust company or trust companies or other depositories as authorized by the Board. All checks, notes, drafts and other negotiable instruments of the Commission shall be signed by not less than two (2) directors or employees. No officers, agents or employees of the Commission either singly or together shall have power to make any check, note, draft or other negotiable instrument in the name of the Commission or to bind the Commission thereby, except as provided in this Article.

ARTICLE IX. NON-PROFIT OPERATION

Section 1. No Property Interests. The Commission will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Commission will be distributed to its members, Directors or officers without full consideration. Directors and Officers may be reimbursed for reasonable and necessary expenditures incurred on behalf of the Commission and in accordance with its purposes and needs. No director of the Commission has any vested right, interest or privilege in or to the assets, property, functions or activities of the Commission or any right, interest or privilege which may be transferable or inheritable or which shall continue if his directorship ceases.

Section 2. Loans to Directors, Officers and Employees. Loans may not be made by the Commission to its Directors, officers or employees, or to any other corporation, firm, association or any other entity in which one or more of its directors, officers, employees, is a director, officer or employee or holds a substantial financial interest. A loan made in violation of this section is a violation of the duty of the corporation of the Directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected thereby.

ARTICLE X. FISCAL YEAR

The fiscal year of the Commission shall be the period selected by the Board as a taxable year of the Commission for federal and state income tax purposes.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time as director or officer of the Commission from any and all claims and liabilities which such person shall or may become subject to by reason of having heretofore or hereafter been a director or officer of the Commission, or by reason of any action alleged to have been hereto or hereafter taken or omitted by him as such director or officer and the Commission shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any claim or liability, except that no such

person shall be indemnified against or reimbursed for any expense incurred in connection with any claim or liability which shall be finally adjudged to have arisen out of his own gross and willful negligence or misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such officer in any proper case, even though specifically not provided for herein. The Commission, its directors, officers, employees and agents shall be fully protected when taking any action or making any payment under this section, or in refusing to do so, in reliance upon the advice of counsel.

ARTICLE XII. PARLIAMENTARY RULES

The rules of procedure of the Board and of all other committees and groups of the Commission may be established by majority vote of such group. In the absence thereof, the Parliamentary Rules prescribed in and by "Roberts Rules of Order", last available edition shall govern the conduct of the meetings of this Commission.

ARTICLE XIII. AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted, by a two-thirds vote of the directors entitled to vote at any regular meeting, provided that the proposed amendment shall have been sent to each director at least five (5) days in advance of such meeting.

ARTICLE XIV.

Limitations

Section 1. Distribution. The Commission will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding section of any future federal income tax code.

Section 2. Self Dealing. The Commission will not engage in any act of self-dealings as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Business Holdings. The Commission shall not retain any excessive business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 4. Investments. The Commission will not make any investments in such

manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 5. Expenditures. The Commission will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding section of any future federal tax code.

*Draft –
To be approved @ next meeting*



Miami-Dade Sports Commission
BOARD OF DIRECTOR'S MEETING
February 1, 2007 – 7:30 AM

MINUTES

Members of the Board Present:

Larry Gautier, Co-Chair
Commissioner Jose "Pepe" Diaz, Co-Chair
Vivian Donnell Rodriguez
Bill Talbert
John Mulrey
Dr. Jeffery Solomon
Isaac Salver
Peter Pruitt
Dr. Linda Dunn Brown

Members Absent:

Commissioner Dorrin Rolle
Alex Munoz

MDSC Staff Present:

Mike Sophia, Executive Director
Heather Wasek, Assistant Director
Shawn Thorimbert, Director of Business Development
Jason Cover, Director of Events
Adrienne Barnes, Graduate Assistant

Others Present:

Olga Vega, Commissioner Diaz's Office
Barry Moskowitz, GMCVB
Eddie Carbone, WGA, CA Championship
Commissioner Dennis Moss
Ed Hanna
Ramon' Mas Canosa, President of South Florida Golf Association
Roderick Harvey, CPA

I. Welcome and Introductions

Mr. Gautier called the meeting of the Miami-Dade Sports Commission Board of Directors to order at 7:30 am. Introductions were made.

*Draft –
To be approved @ next meeting*

II. Approval of Minutes

Mr. Gautier asked the Board for approval of the minutes. Dr. Solomon moved to approve the minutes from the previous MDSC Board of Directors Meeting, Councilman Salver seconded. The motion carried unanimously.

III. New Business

Mr. Eddie Carbone, Executive Director of the CA Championship made a presentation to the Board regarding the PGA World Golf Championships CA Championship event to be held in Doral in March. He reviewed the television coverage and reach of the event. Mr. Carbone asked the Board for support of this event.

Mr. Talbert asked Mr. Carbone to review all of the events associated with the World Golf Championships. Mr. Carbone reviewed the entire series that include series locations such as China. Additionally, he added, NBC will promote this event as a precursor to the Masters.

Mr. Carbone explained that CA, formerly known as Computer Associates, is the fifth largest information technology company in the world. They consider themselves the Cisco of software. Their marketing platform matches very well with the World Golf Championships and the global reach.

Dr. Solomon asked what the Sports Commission could do to assist the event, and asked what is the commitment from CA and the World Golf Association to staying in Miami. Mr. Carbone stated that there is a four commitment.

Commissioner Diaz asked what the economic impact of this event on the community. Mr. Carbone stated that the compared to other PGA events and World Golf events the estimated Economic Impact is \$60 million and has enormous growth potential. Mr. Talbert added that there is significant value to the destination from the global television coverage.

Commissioner Diaz stated that Board would support the event and assist with trying to obtain more monetary funding from the County Commission. Mr. Mas Canosa further reviewed for the Board the different local charities that the South Florida Golf Foundation contributes to as a direct result of this event.

Mr. Talbert noted that Miami has lost the Doral brand, with the title of the CA Championships. He stressed that the title should include Doral.

Mr. Gautier called for a motion to endorse the CA Championship. Dr. Solomon moved that the MDSC Board endorse and support the CA Championship, Dr. Linda Dunn Brown seconded. The motion carried unanimously.

Ms. Vivian Donnell Rodriguez presented the Board with information regarding the White Water Stadium. The stadium would be built to encourage Canoe and Kayak Olympic events here in Miami-Dade County. Ms. Rodriguez reviewed that MD Park and Recreation is currently in the request for proposal stage. Mr. Sophia noted that the USOC National Governing Body is thrilled at the prospect of this facility that is officially sanctioned and located in a warm weather environment. The potential location is Amelia Earhart Park.

Dr. Solomon noted that Olympic size swimming and diving facilities are lacking in the community. Ms. Rodriguez noted that Olympic pools are not in the immediate plan. However, she noted that there are a number competition pools being built within the community. Mr. Sophia noted that he has explored the possibility of developing a competitive Aquatic facility, and will continue to explore options.

*Draft –
To be approved @ next meeting*

Mr. Sophia moved on to discuss the Sunset Review of Boards and asked the Board for approval. Dr. Linda Dunn Brown moved to approve the Sunset Review of Boards, Ms. Rodriguez seconded to the motion. The motion carried unanimously.

Commissioner Moss presented the Orange Blossom Classic and his goal to bring it back to Miami-Dade County on a permanent basis. Commissioner Moss reviewed the history of the event and the economic impact of the event on the community. He reviewed similar events throughout the county and noted that the potential economic impact averages between \$16 – 20 million. The cost of the event is between \$750,000 and \$850,000 to run the event. Commission Moss asked the Sports Commission for its support in bringing the event back to Miami and a commitment to assist in the fundraising for the success of the event.

Commissioner Diaz stated that he supported Commissioner Moss's goal to bring the Orange Blossom Classic to Miami. Dr. Solomon asked why Miami lost the event. Mr. Hanna noted the history of the event and stated that due to break up of the league into divisions the game ceased to exist. He added that 69 Black College Classics exist throughout the country. The Orange Blossom Classic presents many opportunities for a week long series of events.

Commissioner Moss stressed that he was not asking the Sports Commission for direct funding, but more specifically for support and assistance when approaching the local community for funding. Ms. Rodriguez asked for clarification for dates of the event. He stated that the dates should be in September or early October, as to not overlap with other classics that take place in November. He added that this is not an exhibition game, but a regular season game that will be worked into the schedule. The ideal match-up would be a Florida A&M University versus Southern University. The target is 2008 with Florida A&M as the anchor school.

Dr. Solomon made a motion to support the request for support of the Orange Blossom Classic, Councilman Salver seconded the motion. The motion carried unanimously.

Mr. Sophia reviewed the FHSAA Football Finals. He noted that the MDSC is not prepared to give financial details, as the settlement from the stadium has not been completed. He reviewed the attendance numbers and discussed the operation of the event. He stated that it is his goal to work to ensure that the game remains in Miami-Dade County for the next two years and beyond.

Mr. Gautier asked, with no objections, to defer the Olympic Development discussion until a later time.

Dr. Solomon took a moment to note his concern for quality of life issues in the community. He stressed his desire for policies to create for better nutrition in our public schools; additionally he hopes to have stronger policies towards fitness in schools. He stated that it was his desire for the MDSC to become actively involved in health and fitness issues in Miami-Dade County.

Ms. Rodriguez reviewed for Dr. Solomon the Miami-Dade County Parks and Recreation's program called "Fit to Play, Fit to Life." This program encourages physical fitness amongst the community's youth and engages parents through numerous educational programs. Ms. Rodriguez offered to present to the Board this program for further discussion. Dr. Solomon noted his goal to create legislation regarding the exclusion of trans-fat distribution in the county. Councilman

*Draft –
To be approved @ next meeting*

Salver noted that the Children's Trust could assist in these efforts towards good nutrition and physical fitness of youth in Miami-Dade County.

IV. Old Business

Mr. Roderick Harvey reviewed for the Board for financial report for previous fiscal year. He reviewed the change in net assets, revenues and expenses. Commissioner Diaz stated that he would like to see the Board approach to the Board of County Commissioners for further funding. Additionally to ensure the further funding, Commissioner Diaz is looking to ensure that we have the support of professional sports to back the MDSC efforts throughout the community.

Dr. Solomon agreed, and stated that while the Sports Commission does receive funding from the County, that there needs to be a better mechanism. Currently, the Sports Commission is limited in the number of events it can support, and does not benefit financially by successfully generating economic impact for the county. Dr. Solomon stated that he planned to address the issue with the Mayor.

Commissioner Diaz reviewed for the Board new developments in sports in the community. The Miami Drag Strip, as well as the partnership between the Florida Marlins and Tamiami Park. He further noted that without additional funding and support developments such as these will not be feasible in the future.

Mr. Mulrey asked Mr. Sophia if there was a way to model the growth of the MDSC Board after the Florida Sports Foundation Board or other Sports Commission Boards. Mr. Sophia stated that there was and that the MDSC was taking that direction and that this was the right time to make those changes.

Councilman Salver noted that this would be a time to receive and increase in County funding. Commissioner Diaz agreed and asked Councilman Salver and the League of Cities to write a resolution of support for more funding. Councilman Salver also noted that the Sports Commission logo should be associated with all marathons and running events in the community.

Mr. Talbert asked Mr. Harvey if the Sports Commission could sustain itself, if the MDSC experienced a net loss as it had the previous fiscal year. Mr. Harvey stated that it could, however a form of debt holdings would need to be considered. Dr. Solomon stated that debt indentures were not an option and furthered that the Board would need to seek out additional public and private funding. The Board members agreed. Commissioner Diaz asked for a motion to accept the financial report. Mr. Pruitt moved to approve the financial report, Dr. Solomon seconded the motion. The motion carried unanimously.

The Board moved forward with the agenda item New Board Member nominations. Mr. Sophia noted that Rick Mello is no longer able to serve on our Board as an appointed representative. Commissioner Diaz noted the Pete Garcia, Athletic Director of Florida International University, would be a great candidate to replace Mr. Mello as the university representative.

*Draft –
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Mr. Sophia reviewed for the Board the recommended nominations. Commissioner Diaz noted that there is a definite need for the county attorney to be present at the MDSC Board meetings and stated that he would take care of their attendance in the future.

Dr. Solomon moved to formally invite the following individuals to join the Miami-Dade Sports Commission Board of Directors as At-Large members:

Arnaldo	Alonso	Special Events Coordinator	City of Hialeah
Joe	Bailey	CEO	Miami Dolphins Enterprises
Adam	Barrett	Executive Vice President	IMG - Sony Ericson Open
Eddie	Carbone	Executive Director	WGC-CA Championship
Billy	Cypress	Chairman	Miccosukee Tribe of Indians
Alan	Fertel	Attorney	Ferrell Law, P.A.
Sean	Flynn	Executive Vice President	Florida Marlins
Andy	Gillentine	Associate Dean, Exercise & Sport Science	University of Miami
Lisa	Gory	Director of Sales	Don Shula's Hotel and Golf Club
Curtis	Gray	President	Homestead Miami Speedway
Dennis	Kelly	Assistant City Manager	City of North Miami
Tom	Hyde	Chiropractor	
Michael	Kelly	President	South Florida Super Bowl Host Committee
Nat	Moore	President	Nat Moore & Associates
Bob	Murray	General Manager	James L. Knight Center
Jennifer	Rodriguez	Olympian	
Frankie	Ruiz	Owner and Founder	PR Racing, ING Miami Marathon
Doug	Tober	General Manager	Miami Beach Convention Center
Mike	Walker	Executive Vice President	Miami Heat
Tony	Walton	President & CEO	Cottonwood Management Group
John	Williams	President	50 States Security

Commissioner Diaz seconded the motion. The Board unanimously approved the above mentioned list of candidates.

Mr. Sophia added that the board still need to address the University representative appointed board position. Dr. Solomon moved to formally invite Pete Garcia, Mr. Pruitt seconded the motion. The motion carried unanimously.

Commissioner Diaz noted that Rodney Barreto should be brought in immediately. Mr. Pruitt added that Jim Cox should be added to the Board.

Mr. Gautier suggested that additional candidates be considered at the next meeting. Commissioner Diaz agreed.

Commissioner Diaz noted that it was definitely time to hold the strategic planning session and finalize the new Board members. Mr. Mulrey asked for bios on other candidates. Dr. Solomon asked the MDSC staff to confirm the nominees' interest and their bios prior to the next meeting. Commissioner Diaz additionally asked for a cost and county funding analysis of Miami-Dade County sporting events. The economic impact of each event should be included in this report.

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Mr. Gautier moved forward with the next item on the agenda, Sponsor and Partner Update. Mr. Sophia updated the board on progress in securing corporate support..

V. General Discussion

Mr. Gautier asked the Board if there were any general discussions to be had. There was none.

VI. Next Board Meeting

The Board asked staff to develop plans for a strategic planning session, to include a facilitator. Ms. Rodriguez suggested that the retreat could be held at the Deering Estate.

Mr. Sophia noted that the next quarterly meeting is scheduled for March 29, 2007, at 7:30 a.m.

Meeting was adjourned at 10:00 AM.